

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

RightLink USA, Inc.

Application Pursuant to Section 214 of the
Communications Act of 1934, as amended,
and Section 63.04 of the Commission's
Rules for Approval of the Transfer of
Control of a Domestic Interstate Carrier

WCB Docket No. 12-258

AMENDED APPLICATION

I. INTRODUCTION

A. Summary of Transaction

RightLink USA, Inc. ("RightLink") hereby files an amended application for the transfer of control of RightLink ("Licensee") from Michael Ukwendu ("Transferor") and Min-Su Kang ("Transferee") (collectively, "Applicants"). Applicants filed an application with the Bureau in the above-captioned docket on September 6, 2012, for authorization to transfer control of Licensee to Transferee pursuant to Section 214 of the Communications Act, as amended,¹ and Section 63.04 of the Commission's rules.² RightLink is filing this amended application because control of the Licensee was transferred to Transferee prior to receiving the requisite authorization, leading to an unauthorized transfer of control.³

¹ 47 U.S.C. § 214.

² 47 C.F.R. § 63.04.

³ RightLink received special temporary authority to continue operations for 60 days beginning on Nov. 1, 2012, as the Bureau processes this application. *See* Letter from Danielle Frappier, counsel to RightLink, to the Commission (filed in WCB Docket 12-258 on Oct. 26, 2012 and granted on Nov. 1, 2012).

B. Request for Streamlined Processing

Applicants respectfully submit that this application is eligible for presumptive streamlined processing with respect to Licensee's domestic 214 authorization under Section 63.03(b)(2) of the Commission's rules because (1) the proposed transaction will result in Transferee having a market share in the interstate interexchange market of less than ten percent; (2) Transferee will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction; and (3) none of the Applicants or any of their affiliates are regulated as dominant with respect to any service.⁴

II. DESCRIPTION OF THE APPLICANTS

A. Transferor and Licensee

Transferor: Mr. Michael Ukwendu was the 100% direct owner of RightLink until control of the Licensee was transferred to Transferor.

Licensee: The Licensee provides competitive local exchange and interexchange services to eleven end users in Florida.

B. Transferee

Mr. Min-su Kang is a United States citizen that has investments in multiple lines of business, including telecommunications and debt resolution.

⁴ 47 C.F.R. § 63.03(b)(2).

III. DESCRIPTION OF THE TRANSACTION

Transferor seeks approval of the transfer of 100% ownership of Licensee to Transferee pursuant to an agreement between the Transferor and the Transferee. Licensee is a non-dominant telecommunications carrier holding blanket domestic Section 214 authorization from the Commission to provide interstate telecommunications services under Section 63.01 of the Commission's rules,⁵ and is a competitive local exchange carrier in Florida with eleven end users. Transferee and Transferor, the former 100% owner of Licensee, signed an agreement on January 18, 2012 to sell 100% of the stock of Licensee to Mr. Kang. Based on representations made by Mr. Ukwendu, Mr. Kang believed that any long distance services, including interstate long distance services, were provided by a separate legal entity, not the Licensee. After investigating the matter, Mr. Kang has learned that there is only one entity associated with Mr. Ukwendu that is registered with the Commission and that entity is the Licensee. Mr. Ukwendu did, however, obtain two FCC Registration Numbers ("FRNs") for RightLink USA, Inc., 0017116849 and 0018621706.⁶ Commission staff has orally confirmed that these two FRNs are both associated with the same federal tax identification number ("TIN").⁷ All indications, therefore, are that there is only one legal entity that simply has two FRNs. Unfortunately, prior to discovery of this information by Mr. Kang, Mr. Ukwendu made filings with the Florida Secretary of State indicating that Mr. Kang is the new "CEO" of the Licensee, and indicated that Mr. Kang needed to take over operations of the company including paying a pending invoice to AT&T for wholesale services, and signing an amendment to the company's interconnection agreement with AT&T. Mr. Kang took these

⁵ 47 C.F.R. § 63.01.

⁶ Licensee only has one FCC Form 499 filer identification number, which is 826862.

⁷ Staff confirmed that the last four digits of the TIN are the same for both FRNs and indicated that Commission policy would not permit staff to release the full TIN.

actions with the belief that if he did not take such actions, service to the end users may have been interrupted. At the same time, Mr. Ukwendu had not fully extracted himself from the Licensee's relationship with AT&T, leading to confusion on the part of Mr. Kang as to the status of control over the company. Mr. Kang, therefore, sent a cease and desist letter to Mr. Ukwendu to direct him to stop engaging in any business on behalf of the Licensee and to provide all information and materials necessary for Mr. Kang to manage and control all aspects of the company. The earliest date on which control may be said to have been transferred would be on or about April 20, 2012, which is the date on which the last portion of the purchase price was paid to Mr. Ukwendu. Mr. Kang did not sign the amendment to the interconnection agreement, however, until July 18, 2012.

IV. PUBLIC INTEREST STATEMENT

Approval of this Application is in the public interest because it will assure the continued lawful management of Licensee. There has been no disruption in service to the end users and Transferee is coordinating with the underlying network provider in order to ensure that this remains the case.

V. INFORMATION REQUIRED UNDER SECTION 63.04(a)

Applicants submit the following information required under Section 63.04(a) of the Commission's rules in support of their application.

(1) Name, address, and telephone number of each Applicant

Transferor:

Michael Ukwendu
17100 SW 94th Avenue
Miami, FL 33157
Tel: (786) 325-9249

Licensee

RightLink USA, Inc.

New Address:

8181 Short Grass Cove

Arlington, TN 38002

Tel: (901) 581-8222

Mtkang08@gmail.com

FRN: 0017116849 and 0018621706

(see discussion on p. 3 above and footnote 7)

Transferee

Min-su Kang

8181 Short Grass Cove

Arlington, TN 38002

Tel: (901) 581-8222

Mtkang08@gmail.com

(2) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized

Transferor

Michael Ukwendu

U.S. citizen

Licensee

RightLink USA, Inc.

Florida corporation

Transferee

Min-su Kang

U.S. citizen

(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

Transferee and Licensee

Danielle Frappier

Legal Counsel

Davis Wright Tremaine LLP

1919 Pennsylvania Avenue NW Suite 800

Washington, DC 20006-3401

Tel: (202) 973-4200

Fax: (202) 973-4499

daniellefrappier@dwt.com

With copies to

Min-su kan

8181 Short Grass Cove

Arlington, TN 38002

Tel: (901) 581-8222

Mtkang08@gmail.com

Transferee

Michael Ukwendu
17100 SW 94th Avenue
Miami, FL 33157
Tel: (786) 325-9249

(4) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the Transferee, and the percentage of equity owned by each of those entities (to the nearest one (1) percent).

Prior to the unauthorized transfer of control, RightLink was 100% directly owned by Transferor, Michael Ukwendu, whose principal business is telecommunications. RightLink is now 100% directly owned by Transferee, Min-su Kang. Mr. Kang's principal business is telecommunications and debt resolution.

(5) A certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853.

Applicants certify, as evidenced by the signatures in the attached certification, that Transferee is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998.⁸

(6) A description of the transaction.

Please see a description of the transaction at Section III above.

⁸ Transferor had signed a certification that was provided with the original transfer application filed on Sept. 6, 2012 stating that he is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853. Unfortunately, Transferor has refused to cooperate with the filing of this amended application and therefore, RightLink does not have an updated certification from Mr. Ukwendu.

(7) A description of the geographic areas in which the Transferors and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

Neither Transferor nor Transferee provide telecommunications services. The Licensee provides competitive local exchange services and interexchange services in Florida. Transferee is the 100% direct owner of Capital Communications Consultants, Inc. (“CapCom”), a provider of competitive local exchange and interexchange services in Alabama, Georgia, Kentucky, Louisiana and South Carolina. CapCom also holds authority to provide these same services in North Carolina but does not yet provide services in that state⁹ Mr. Kang also recently applied for authority to acquire 100% indirect ownership of Four Star Marketing, LLC d/b/a Mid-South Home Phone (“Mid-South”), which is the subject of a separate, unrelated transaction currently pending before the Commission.¹⁰ Mid-South provides competitive local exchange and interexchange services in Mississippi and Tennessee. Mid-South also holds authorization in Kentucky and Louisiana but does not yet provide services in those states. Upon approval and closing of the Mid-South transaction, Licensee, Mid-South and CapCom will be affiliates through Mr. Kang’s 100% ownership of the entities (*i.e.*, 100% direct ownership of CapCom and RightLink, and 100% indirect ownership of Mid-South).

⁹ See *Notice of Domestic Section 214 Authorizations Granted*, Public Notice, DA 12-1596, WCB Docket 12-244 (WCB rel. Oct. 9, 2012).

¹⁰ *Domestic Section 214 Application Filed for the Transfer of Control of Four Star Marketing, LLC d/b/a Mid-South Home Phone to MSK Communications, LLC, Streamlined Pleading Cycle Established*, Public Notice, DA 12-1723, WCB Docket 12-300 (WCB rel. Oct. 25, 2012).

(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.

Applicants respectfully submit that this application is eligible for presumptive streamlined processing with respect to Licensee's domestic 214 authorization under Section 63.03(b)(2) of the Commission's rules because (1) the proposed transaction will result in Transferee having a market share in the interstate interexchange market of less than ten percent; (2) Transferee will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction; and (3) none of the Applicants or any of their affiliates are regulated as dominant with respect to any service.¹¹

(9) Identification of all other Commission applications related to the same transaction.

None. But please see response to question 7 above.

(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

Not applicable.

(11) Identification of any separately-filed waiver requests being sought in conjunction with the transaction.

None.

(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

Please see Applicants' public interest statement in Section IV above.

¹¹ 47 C.F.R. § 63.03(b)(2).

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this application.

Respectfully submitted,



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*Counsel for Min-su Kang and RightLink USA,
Inc.*

Dated: November 16, 2012

CERTIFICATION

CERTIFICATION

I, Min-su Kang, state that I am the Transferee in the proposed transaction, and that the contents of the foregoing application with respect to the transaction are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.


Min-su Kang

Date: 11-14-12